MAY PETER W
Form 4/A
July 13, 2012

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 <br> obligations may continue. | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1 (b). |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person *MAY PETER W |  |  | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: | :---: | :---: |
|  |  |  | Wendy's Co [WEN] |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| 280 PARK AVENUE |  |  | 04/02/2012 |
| (Street) |  |  | 4. If Amendment, Date Original |
|  |  |  | Filed(Month/Day/Year) |
|  |  |  | 04/03/2012 |

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. <br> 4. Securities Acquired <br> Transaction(A) or Disposed of <br> Code <br> (D) <br> (Instr. 8) (Instr. 3, 4 and 5) |  |  |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | Amount | (A) or (D) | Price |  |  |  |
| Common Stock | 04/02/2012 |  | A (1) | $\begin{aligned} & 3,422 \\ & \text { (1) } \end{aligned}$ | A | \$ <br> 4.93 <br> (1) | 8,321,466 | D |  |


| Common | $83,000,245$ | I |
| :--- | :--- | :--- | | By Trian |
| :--- |
| Partners $\underline{(2)}$ |
| Stock |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02)
required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactionumber | Expiration Date | Amount of | Derivative | Deriv |  |
| Security | or Exercise |  | any | (Month/Day/Year) | (Instr. 8) | of | Derivative | (Month/Day/Year) | Underlying |
| (Instr. 3) | Price of |  |  | Security | Secu | Securities | (Instr. 5) | Bene | (Instr. 3 and 4) |


|  |  | Expiration <br> Date | Title | Amount or |
| :---: | :---: | :---: | :---: | :---: |
|  | Date |  |  | - N ormber |
|  |  |  |  |  |
| Code V (A) (D) |  |  |  | Shares |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other

## MAY PETER W

280 PARK AVENUE
X
X
NEW YORK, NY 10017

## Signatures

Stuart I. Rosen, Attorney-in-Fact for Peter W. May
${ }_{-}^{* *}$ Signature of Reporting Person
07/13/2012

Date

## Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 \mathrm{ff}(\mathrm{a})$.
Shares were issued pursuant to the Company's 2010 Omnibus Award Plan (the "Plan") in lieu of a Board of Directors retainer fee that
(1) would otherwise be payable in cash. In accordance with the Plan, the price is the average of the closing price per share on the 20 consecutive trading days immediately preceding the date on which the retainer fee would otherwise be payable.

Trian Fund Management, L.P ("Trian Management") serves as the management company for Trian Partners, L.P. ("Trian Onshore"), Trian Partners Master Fund, L.P. ("Trian Offshore"), Trian Partners Parallel Fund I, L.P. ("Parallel Fund I") and Trian Partners Strategic Investment Fund, L.P. ("Strategic Fund" and collectively, the "Trian Entities"), and as such determines the investment and voting decisions of the Trian Entities with respect to the shares of the Issuer held by them. Mr. May is a member of Trian Fund Management GP, LLC, which is the general partner of Trian Management, and as such is in a position to determine the investment and voting decisions made by Trian Management on behalf of the Trian Entities. Mr. May is also a member of Trian Partners General Partner, LLC ("Trian GP LLC"), the general partner of Trian Partners GP, L.P. ("Trian GP"), and as such is in a position to determine the investment and voting decisions made by Trian GP LLC on behalf of Trian GP.
(FN 2, contd.) Accordingly, Mr. May may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the
(3) Securities Exchange Act of 1934) the shares beneficially owned by the Trian Entities and Trian GP. Mr. May disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

## Remarks:

This amendment corrects the price set forth in Column 4 of Table I.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

